

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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REC. DIVISION NO. 22547-A FILED

MAY 07 '03 10:31 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of December 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement which was previously filed with the Board under Recordation Number 22547.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail, Inc.
12735 Gran Bay Parkway West
Suite #1000
Jacksonville, Florida 32258

Lessee: Associated Electrical Cooperative, Inc.
2814 South Golden
P O Box 754
Springfield, Missouri 65801

Mr. Vernon A. Williams
May 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

19 open top hopper cars: AECX 700740 – AECX 700758.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 28, 2001 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Associated Electric Cooperative, Inc.**, a Missouri Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351847 dated December 28, 2001 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the ^{nineteen}~~fifteen~~ (15) Auto Flood II Aluminum, Rapid Discharge Open Top Hopper Railcars bearing the reporting mark and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease. *pmb*

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

LESSEE: **Associated Electric Cooperative, Inc.**

By: *J. C. Conner*
Its: *Asst Secretary*
By: *[Signature]*
Its: *VP*

By: *James J. Jura*
Its: CEO & General Manager
By: _____
Its: _____

REGISTRATION NO. 26547-A FILED

MAY 07 '03 10:31 AM

SOUTHERN TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

<u>Railcar Mark & Number</u>
AECX700740
AECX700741
AECX700742
AECX700743
AECX700744
AECX700745
AECX700746
AECX700747
AECX700748
AECX700749
AECX700750
AECX700751
AECX700752
AECX700753
AECX700754
AECX700755
AECX700756
AECX700757
AECX700758

OUT OF STATE CLOSING AFFIDAVIT
Part I - LESSEE

STATE OF MISSOURI

COUNTY OF GREENE

BEFORE ME, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared James J. Jura, who is the CEO of **Associated Electric Cooperative, Inc.**, a Missouri corporation ("Lessee"), who by me being first duly sworn, stated:

1. On the date hereof, I executed in _____, the Master Railcar Net Lease Agreement No. 0351847 and Schedule No. 002 dated December 21, 2001, between Bombardier Capital Rail Inc. (the "Lessor") and Associated Electric Cooperative, Inc. (the "Lessee") and all schedules and exhibits attached to or referred to therein (collectively, the "Lease").

2. On the date hereof, I have enclosed the Lease in an overnight mail envelope addressed to 261 Mountain View Drive, Colchester, Vermont 05446 and have deposited such envelope with the appropriate delivery service for overnight delivery.

DATED this 21 day of December, 2001.

Name: _____
Its: _____

Jane Ann Corn

Sworn to and subscribed before me
this 21 day of December, 2001.

Jane Ann Corn

Notary Public
Print Name: Jane Ann Corn
State and County Aforesaid
My Commission Expires: 12/19/04



OUT OF STATE CLOSING AFFIDAVIT
Part II – LESSOR

STATE OF VERMONT

COUNTY OF CHITTENDEN

BEFORE ME, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Lynn Denton (the "Lessor's Agent") who, being by me first duly sworn, stated:

1. I am a _____ of **Bombardier Capital Rail Inc.** (the "Lessor").

2. On December 27, 2001, I received on behalf of the Lessor in Colchester, Vermont, by overnight delivery from Springfield [city], MO [state], the Master Railcar Net Lease Agreement No. 0351847 and Schedule No. 002 dated December _____, 2001 between the Lessor and Associated Electric Cooperative, Inc. (the "Lessee") and all schedules and exhibits attached to or referred to therein, which was fully executed by Lessee.

DATED this 17th day of Jan., 2002.

Sworn to and subscribed before me
this 17th day of January 2002

Lessor's Agent:

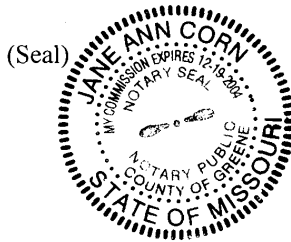
Laura J. Hawley
Notary Public

Lynn Denton
Title: _____

Print Name: Laura L. Hawley
State and County Aforesaid
My Commission Expires: 2/10/03

STATE OF MISSOURI, COUNTY OF GREENE TO WIT:

On this 21 day of December, 2001 before me personally appeared, James J. Jura and He is, to me personally known, who being by me duly sworn, says that they are the CEO and the VP respectively of Associated Electric Cooperative, Inc., a Missouri Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane Ann Corn
Notary Public
My commission expires: 12/19/04

STATE OF VERMONT, COUNTY OF CHITTENDEN TO WIT;

On this 17th day of January, 2002 before me personally appeared, John Charles Lanz and Sean O'Neill, to me personally known, who being by me duly sworn, says that they are the VP and Asst. Secretary respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Wynne W. Bastin
Notary Public
My commission expires: 2/10/03